

## QUADREX CORPORATION

**Quadrex Environmental Company, Inc.**

1940 N.W. 67th Place, Gainesville, Florida 32606-1649  
TEL 904-373-6066 FAX 904-373-0040

September 7, 1993

Ms. Catherine Garypie  
Assistant Regional Counsel  
Office of Regional Counsel  
U.S. EPA  
77 West Jackson CM-3T  
Chicago, IL 60604

Dear Ms. Garypie:

This letter will serve as the response from Clark Oil regarding the Information Request pursuant to Section 104(e) of CERCLA. As required, the response is in a numerical format with each numbered request matched to the answer.

1. Jeffrey H. Sherman, Ph. D.  
Technical Vice President  
Quadrex Environmental Company  
1940 NW 67th Place  
Gainesville, FL 32606

Dr. Sherman is responsible for all regulatory affairs for Quadrex Environmental Company. Dr. Sherman was the former Technical Vice President of Clark Processing, Inc. from 1989 through 1993.

Roger R. Randall  
General Manager  
Clark Processing, Inc.  
300 South West End Avenue  
Dayton, OH 45427

Mr. Randall is responsible for all operations at the Clark Processing, Inc. facility. Mr. Randall has been a Clark Processing, Inc. employee since 1983.

Shirley M. Phelps  
Accounting Clerk  
Clark Processing, Inc.

**300 South West End Avenue  
Dayton, OH 45427**

**Miss Phelps is currently an Accounting Clerk at Clark. She has on-site responsibility for payables and receivables. Miss Phelps has been employed at Clark in various clerk positions since 1974 and was office manager through 1992.**

**Roy W. Clark  
Former Owner  
Clark Oil Company  
6314 Cherilynn Drive  
Dayton, OH 45015**

**Mr. Clark was the founder and owner of Clark Oil Company until October of 1980.**

- 2. The source of all documents are the retained records of Clark Processing, Inc.**
- 3. There are no people whom we have reason to believe could provide more information.**
- 4. OHD004274031**
- 5. There are no known persons.**
- 6. The only facility that Respondent owned in any of these counties through October of 1980 was:**

**Clark Processing, Inc. (formerly Clark Oil)  
300 South West End Avenue  
Dayton, OH 45427**

**This facility is currently in operation as a subsidiary of Quadrex Environmental Company.**

**In October of 1980, the facility was sold and the new owner, Raypau, Inc. owned the following:**

**Ray Hensley, Inc.  
3790 Crabill Road  
Springfield, OH 45502**

- 7. Pam Hensley  
Ray Hensley, Inc.  
3790 Crabill Road  
Springfield, OH 45502**

**Ms. Hensley is the daughter of the former owner of Clark Oil and Ray Hensley, Inc., Mr. Ray Hensley. Mr. Hensley is deceased.**

**8. No.**

**9. No.**

**10. There are no such persons.**

**11. See attached.**

**12. See attached.**

**13. Respondent is a Corporation**

**a. Articles of Incorporation are attached.**

**b. The 1992 Annual Report of Quadrex Corporation is attached. No separate audited financial statements of Clark are available subsequent to the acquisition since Clark is consolidated with Quadrex Corporation for reporting purposes.**

**c. Annual Report of Quadrex Corporation is attached.**

**d. Clark Processing, Inc. is a subsidiary of:  
Quadrex Environmental Company  
1940 NW 67th Place  
Gainesville, Fl 32606**

**Quadrex Environmental Company is a subsidiary of:  
Quadrex Corporation  
1940 NW 67th Place  
Gainesville, Fl 32606**

**The other subsidiaries of Quadrex Environmental Company are:**

**Quadrex Recycle Center  
109 Flint Road  
Oak Ridge, TN 37830**

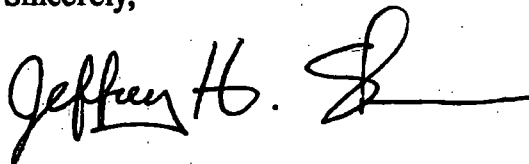
**Integrated Resource Recovery  
4001 S.W. 47th Avenue, Suite 211  
Davie, FL 33314**

**14. N/A**

- 15. N/A
- 16. N/A
- 17. Jeffrey H. Sherman, Ph. D.  
Technical Vice President  
Quadrex Environmental Company  
1940 NW 67th Place  
Gainesville, FL 32606

If I can be of help in answering any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeffrey H. Sherman", followed by a long horizontal flourish.

Jeffrey H. Sherman, Ph. D.  
Technical Vice President

RECEIVED

SEP 08 1993

U.S. EPA REGION V  
OFFICE OF REGIONAL COUNSEL

00076-0821

ARTICLES OF INCORPORATION APPROVED

OF

CLARK PROCESSING, INC.

By J.C.  
Date 1/16/87  
Amount 75.00

COPY (2)

ARTICLE I

Name. The name of said corporation shall be CLARK PROCESSING, INC.

ARTICLE II

Principal Place of Business. The place of business in the State of Ohio where the principal office of the Corporation is to be located is Dayton, Montgomery County, Ohio.

ARTICLE III

Purposes. This Corporation is formed to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code as they currently exist or may hereafter be amended. The shareholders of the Corporation can enter into agreements pursuant to Section 1701.591 of the Ohio Revised Code as it currently exists or may hereafter be amended.

ARTICLE IV

Capital Stock. The maximum number of shares which the Corporation is authorized to have outstanding is Seven Hundred Fifty (750) shares of Common Stock without par value.

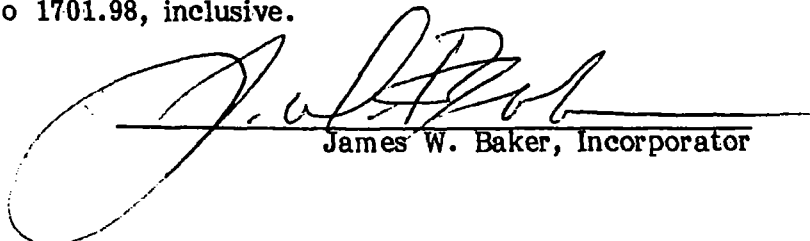
ARTICLE V

Minimum Capital. The minimum amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI

Purchase of Stock. The Corporation shall have the power by action of its Board of directors to purchase, hold, sell and transfer shares of its own capital stock.

The undersigned Incorporator has executed these Articles of Incorporation on this 14 day of January, 1987, in accordance with the requirements of the Ohio Revised Code Sections 1701.01 to 1701.98, inclusive.

  
James W. Baker, Incorporator

00076-0822

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the incorporator of CLARK PROCESSING, INC., hereby appoints James W. Baker, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is 1288 McCook Avenue, Dayton, Ohio 45404, Montgomery County.

CLARK PROCESSING, INC.

BY: 

James W. Baker

Dayton, Montgomery County, Ohio

Date: 1/14/87

CLARK PROCESSING, INC.

Gentlemen: I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

  
James W. Baker

**PROCEEDINGS OF THE INCORPORATOR**

**OF**

**CLARK PROCESSING, INC.**

**COPY**

On the 14th day of January, 1987, the person named below as subscriber to the Articles of Incorporation, desiring for himself, his associates, successors and assigns, to become a body corporate, in accordance with the general corporation laws of the State of Ohio, under the name and style of

**CLARK PROCESSING, INC.**

and with all the corporate rights, powers, privileges and liabilities enjoyed under or imposed by such laws, did subscribe, as required by law, Articles of Incorporation, which Articles, together with the appointment of Statutory Agent, were on the 10th day of January, 1987, duly filed in the office of the Secretary of State, at Columbus, Ohio, and by him recorded and assigned Corporation No. 692879, and said original documents hereinafter appear as a part of these proceedings.



On this \_\_\_\_ of January, 1987, the incorporator of CLARK PROCESSING, INC. met at 1812 Kettering Tower, Dayton, Ohio, in order to receive the subscriptions for shares of said Corporation, fix the time and place for such receipt and waive notice of such meeting; and having agreed upon such time and place, the following order for receipt of subscriptions was made in writing by the subscriber to the Articles of Incorporation of said Corporation.

ORDER FOR AND WAIVER OF NOTICE OF THE RECEIPT OF SUBSCRIPTIONS  
AND DECLARATION OF VALUE OF THE SHARES

Dayton, Ohio, \_\_\_\_\_

The undersigned, being the incorporator of CLARK PROCESSING, INC. hereby waives notice of the time and place for receipt of subscriptions, and does hereby order that such subscriptions to the shares of said Corporation be received at Dayton, Ohio, on the \_\_\_\_ day of \_\_\_\_\_, 1987, at \_\_\_\_\_ a.m./p.m.

WHEREAS, it is deemed advisable that this Corporation offer for sale and issue one hundred (100) shares of the common stock authorized by its Articles of Incorporation, and

NOW, THEREFORE, I do hereby declare that the shares of authorized stock of this Corporation be available for subscription.

And I do hereby fix and declare the consideration to be received by the Corporation for the shares to be: \$500.00 per share for common stock, Five Hundred Dollars and No Cents (\$500.00) of which shall be allocated to Stated Capital.



\_\_\_\_\_  
JAMES W. BAKER

**SUBSCRIPTION FOR SHARES  
OF  
CLARK PROCESSING, INC.**

\_\_\_\_\_, 1987

WHEREAS, the books for subscriptions for shares of the Corporation have been opened, and the undersigned desire to subscribe to shares of capital stock of the Corporation;

NOW THEREFORE, each of the undersigned does hereby subscribe for the number of shares of capital stock of the Corporation set opposite his, her or its respective signature below, and, in consideration for such shares, each of the undersigned does hereby agree and represent as follows:

1. The undersigned, if a natural person, has his or her principal residence in the State of Ohio, or, if an organization or business other than a natural person, it is organized under the laws of and has its principal office in the State of Ohio;

2. The shares being subscribed for by the undersigned are being subscribed and purchased only for the account of the undersigned and not on behalf of any other person;

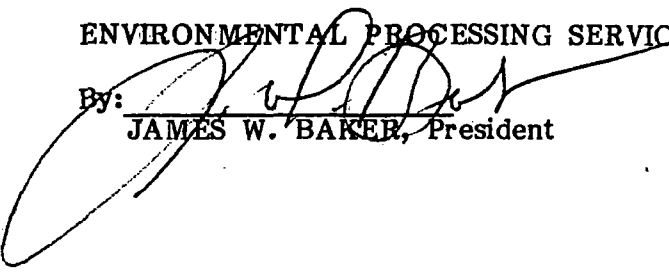
3. Said shares are being subscribed for by the undersigned for purpose of holding for investment and not with a view to any further distribution thereof;

4. The undersigned has no agreement, arrangement or understanding for transfer of any of said shares or any interest therein to any other person or persons;

5. The price of each share subscribed hereto shall be, unless otherwise agreed by and among a majority of the subscribers hereto, \$500.00 per share which shall be payable in cash or tangible personal property upon call of the Board of Directors to be elected of this Corporation.

6. The undersigned (i) either has such knowledge and experience in financial and business matters, or has the advice or representation of a person having such knowledge and experience, to be able to evaluate the merits and risks of an investment in such securities of such an issuer, (ii) has been given or had access to sufficient information regarding the Corporation to evaluate the merits and risks of the investment in the

Corporation's securities being acquired, and (iii) is able to bear the economic risk of the investment in the Corporation's securities to enable the undersigned to hold the same for purposes of investment.

Subscriber	Number of Shares Subscribed	Class of Shares
ENVIRONMENTAL PROCESSING SERVICES, INC. By:  JAMES W. BAKER, President	100	No Par Common

**FIRST MEETING OF SHAREHOLDERS  
BY UNANIMOUS WRITTEN CONSENT OF  
CLARK PROCESSING, INC.**

Pursuant to Section 1701.54, Ohio Revised Code, and in lieu of a first meeting of Shareholders of the Corporation for such purposes, the undersigned, being all of the Shareholders or subscribers to shares of this Corporation entitled to notice of such meeting, do hereby waive notice of such meeting and hereby take and authorize by unanimous written consent each and all of the following actions for adoption of the Code of Regulations, election of Directors, and transaction of all such other business as hereinafter set forth:

1. Adoption of Code of Regulations:

RESOLVED, that the CODE OF REGULATIONS as set forth immediately following these Minutes of this First Meeting of Shareholders are hereby adopted pursuant to Section 1701.11(A), Ohio Revised Code, for the regulation of the government of this Corporation, the conduct of its affairs and the management of its property as provided therein, to the extent consistent with the ARTICLES OF INCORPORATION of this Corporation and applicable law.

2. Number and Class of Directors:

RESOLVED, that the number of Directors of this Corporation is hereby fixed pursuant to the Code of Regulations at two (2), and the Directors shall not be divided into classes.

WHEREAS, there are no further nomination of candidates for the Board of Directors other than those individuals named below;

RESOLVED, that each of the following named individuals is hereby elected as Director of this Corporation:

JAMES W. BAKER

ROGER RANDALL

3. Ratification of Actions by Incorporator(s).

RESOLVED, that all actions taken by the incorporator of this Corporation in forming this Corporation including, but not limited to, causing to be filed the ARTICLES OF INCORPORATION and ORIGINAL APPOINTMENT OF AGENT of this Corporation with the Secretary of State of Ohio, in opening the books for subscription for shares of the Corporation, in ordering the first shareholders' meeting, and in all

other actions on behalf of the Corporation, are hereby approved, ratified and confirmed; and

FURTHER RESOLVED that the Incorporator be reimbursed for all expenses incurred in his capacity as Incorporator.

RESOLVED FURTHER, that all such actions taken by the Incorporator shall be deemed actions by the shareholders of this Corporation with like effect as if such actions were taken by the shareholders themselves, and this Corporation shall indemnify and hold harmless the Incorporator from any loss, expense, claim, damage, cost or other liability he may incur at any time by reason of such actions taken on behalf of this Corporation.

4. Order for Directors to Receive Payments For and To Issue Certificates of Shares:

RESOLVED, that the Board of Directors is hereby authorized and directed to call for payment of the consideration for all shares subscribed, to receive all money and other property to be transferred and delivered to the Corporation as such consideration and to take the necessary actions for assumption by the Corporation of any obligations to be assumed by it as provided in each SUBSCRIPTION FOR SHARES; and

RESOLVED FURTHER, that the Board of Directors of this Corporation shall, upon payment in full of such consideration and receipt of such money and other property, proceed to issue or cause to be issued to each subscriber for shares in the Corporation an appropriate certificate of such shares.

There being no further business to be taken by the undersigned Shareholders pursuant to this Action by Unanimous Written Consent, each of the Shareholders has signed this Action as of the date indicated below, and this Action By Unanimous Written Consent shall be filed with or otherwise entered on the minutes and other

appropriate records of this Corporation.

**Shareholders**

ENVIRONMENTAL PROCESSING SERVICES, INC.

By: JAMES W. BAKER, President

**CODE OF REGULATIONS  
OF  
CLARK PROCESSING, INC.**

**ARTICLE I  
Meetings of Shareholders**

**Section 1.01. Annual Meetings.**

- (a) An annual meeting of shareholders, for the election of directors, or the consideration of any reports and for the transaction of such other business as may be brought before the meeting, shall be held on the first Monday of the fourth month following the close of the Corporation's fiscal year or on such other date as may be designated by the Board of Directors.
- (b) If the annual meeting is not held or if directors are not elected at the meeting, they may be elected at any special meeting called and held for that purpose.

**Section 1.02. Special Meetings.**

- (a) A special meeting of the shareholders may be called (i) by the President; or (ii) by any other officer or assistant officer then authorized pursuant to this Code of Regulations or otherwise by the Board of Directors to call such meetings; or (iii) by a majority of the members of the Board of Directors acting with or without a meeting; or (iv) by any persons holding twenty-five percent or more of the shares then outstanding and entitled to vote at a shareholders' meeting.
- (b) Upon the request in writing being delivered to the President or to the Secretary by any person or persons entitled to call a meeting of the shareholders, the person to whom the request is delivered shall give notice to shareholders of the meeting. If the request is refused, the person or persons making the request may call a meeting of the shareholders by giving notice in the manner hereinafter provided in Section 1.04.

**Section 1.03. Place of Meetings.**

- (a) The annual and all other meetings of the shareholders shall be held at such places as may from time to time be designated by the Board of Directors.
- (b) If another place has not been designated by the Board of Directors, all meetings shall be held at the principal office of the Corporation.

**Section 1.04. Notice of Meetings.**

- (a) Each shareholder shall furnish the Secretary with an address to which notices of meetings and other notices or correspondence may be addressed.
- (b) Written notices of the time and place of any meeting of shareholders shall be given to each shareholder of record entitled to vote at such meeting by the President or by the Secretary or, in the event of their failure to do so, by the person or persons entitled to call such meeting.
- (c) Except as otherwise expressly required by Ohio law, notice of any meeting of shareholders shall be given not more than sixty days nor less than seven days before the day upon which the meeting is to be held, by serving the notice personally upon each shareholder or by mailing the same to the address of each shareholder as last shown upon the records of the Corporation.
- (d) Except as expressly required by Ohio law, no publication of any notice of any meeting of shareholders shall be required.
- (e) In the event of any transfer of shares after notice has been given, but prior to the day upon which the meeting is to be held, it shall not be necessary to give any additional notice to the transferee.
- (f) In addition to stating the time and the place of the meeting, every notice of a special meeting of the shareholders shall state briefly the purpose specified by the person or persons calling such meeting. Any business other than that stated in the notice shall be taken up at such meeting only with the unanimous written consent of the holders of all the shares entitled to vote at such meeting.

**Section 1.05. Waiver of Notice of Meeting.**

- (a) Any shareholder may, either before or after any meeting, waive any notice required to be given by law or under this Code of Regulations. Notice of any meeting of shareholders shall not be required to be



given to any shareholder who attends such meeting either in person or by proxy.

- (b) Any waiver of notice must be in writing and filed with or entered upon the records of the Corporation.

**Section 1.06. Action Without Meeting.**

- (a) Any action which may, under any provision of Ohio law, or the Articles of Incorporation, or this Code of Regulations, be taken at a meeting of the shareholders, may be taken without a meeting if authorized by a writing signed by all the holders of shares who would be entitled to notice of a meeting called for such purpose.

**Section 1.07. Quorum.**

- (a) Those shareholders present in person or by proxy entitling them to exercise a majority of the voting power shall constitute a quorum for any meeting of shareholders.
- (b) In the event of an absence of a quorum at any meeting or at any adjournment thereof, a majority of those present in person or by proxy and entitled to vote may adjourn such meeting from time to time. At any adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.

**Section 1.08. Organization.**

- (a) Upon the request of any shareholder at any meeting of shareholders, the order of business shall be, unless changed by affirmative vote of a majority of the shareholders present in person or by proxy, as follows:
  - (i) Roll call, to establish a quorum.
  - (ii) Appointment of inspectors of election if requested.
  - (iii) Acceptance of minutes of previous meeting.
  - (iv) Presentation of annual financial report.
  - (v) Presentation of reports of Directors and Committees.
  - (vi) Presentation of Officers' reports.
  - (vii) Election of Directors.
  - (viii) Consideration of unfinished business.
  - (ix) Consideration of new business.

**Section 1.09. Voting.**

- (a) Each holder of any share of any class of the Corporation entitled to vote on any matter shall be entitled in person or by proxy to one

vote on each matter for each share registered in the holder's name on the books of the Corporation.

- (b) Persons holding voting shares in a fiduciary capacity shall be entitled to vote the shares so held. Persons whose voting pledged shares shall be entitled to vote such shares unless the pledgee shall have been expressly empowered by the shareholder to vote such shares in which case only the pledgee or his proxy may vote such shares.

**Section 1.10. Proxies.**

- (a) At any meeting of shareholders, any person who is entitled to attend, or to vote thereat, and to execute consents, waivers or releases, may be represented at such meeting or vote thereat, and execute consents, waivers and releases, and exercise any of his other rights, by proxy or proxies appointed by writing signed by such person.
- (b) Voting by proxy or proxies shall be governed by all of the provisions of Ohio law, including the provisions relating to the sufficiency of the writing, the duration of the validity of the proxy or proxies, and the power of substitution and revocation.

**ARTICLE II**

**Board of Directors**

**Section 2.01. General Powers.**

- (a) The powers of the Corporation shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board of Directors, except as otherwise provided by Ohio law, by the Articles of Incorporation, or by this Code of Regulations.

**Section 2.02. Number.**

- (a) The Board of Directors shall consist of not fewer than three (3) nor more than fifteen (15) Directors, except that if all outstanding shares of all classes of capital stock of the Corporation are held of record by fewer than three (3) persons, the number of Directors may be fewer than three (3) but not fewer than the number of record holders.
- (b) Without amendment of this Code of Regulations, the number of Directors, subject to the foregoing limitations, may be fixed or changed by resolution adopted by the shareholders of any meeting.

- (c) No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

**Section 2.03. Classification and Term.**

- (a) Unless the Board of Directors is divided into classes as provided in this Code of Regulations, the term of office of each Director shall be until adjournment of the next succeeding annual meeting of the shareholders, or meeting in lieu thereof, at which Directors are elected or until a successor is elected as Director.
- (b) Without amendment of this Code of Regulations, the Board of Directors may be divided, by resolution of the shareholders, into two or three classes with each class to consist of three or such larger number of Directors as the shareholders shall from time to time determine (except that where all outstanding shares entitled to elect a class are owned by fewer than three (3) persons, the number of directors of that class may be fewer than three (3) but not fewer than the number of record holders of that class). Each class shall be designated consecutively as Class I, Class II, et. seq. All classes shall be initially elected at the annual meeting of shareholders coinciding with or next following adoption of the resolution classifying the Board of Directors, and the initial term of office of each class shall be as follows: Class I shall be until the first succeeding annual meeting at which Directors are elected; Class II shall be until the second succeeding annual meeting at which Directors are elected; and Class III, if any, shall be until the third succeeding annual meeting at which Directors are elected. Thereafter, the term of office of each class shall be until the second, or, if three classes, the third annual meeting at which Directors are elected after the initial term of that class. Each Director of each class shall hold office until a successor is elected as Director.

**Section 2.04. Resignations.**

- (a) Any Director of the corporation may resign at any time by giving written notice to the President or Secretary of the Corporation.
- (b) A resignation shall take effect at the time specified therein, and, unless otherwise specified therein, shall become effective upon delivery.

- (c) The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

**Section 2.05. Vacancies.**

- (a) Vacancies in the Board of Directors may be temporarily filled until the next annual meeting of shareholders at which Directors are elected or until a successor is elected by a majority vote of the remaining Directors, even though they may be less than a quorum of the entire number of Directors constituting a full Board.
- (b) Shareholders entitled to elect Directors shall have a right to fill any vacancy in the Board, whether the same has been temporarily filled by the remaining Directors or not, at any special meeting of the shareholders called for that purpose or at any annual meeting at which Directors are elected. Any Director so elected by the shareholders to fill a vacancy shall serve for the remaining term of the vacant office and until a successor is elected and qualified.

**Section 2.06. Bylaws.**

- (a) The Board of Directors may adopt bylaws to govern its own proceedings and its transactions of business, as well as the administration of the Corporation, the conduct of the Corporation's business and other affairs, management of the Corporation's property, and any other matters properly within the authority or discretion of the Board of Directors so long as consistent with the Articles of Incorporation, the Code of Regulations and any applicable provisions of Ohio law.

**Section 2.07. Quorum and Manner of Acting.**

- (a) Except as otherwise provided in this Code of Regulations, a majority of the number of Directors shall be present in person at any meeting of the Directors in order to constitute a quorum for the transaction of business at such meeting.
- (b) Except as otherwise provided in this Code of Regulations, the act of the majority of the Directors present at any meeting of Directors at which a quorum is present shall be the act of the Board of Directors.
- (c) In the absence of a quorum at any meeting of Directors, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.

**Section 2.08. Removal of Directors.**

- (a) Any Director may be removed, with or without cause, at any time by the affirmative vote of a majority of the outstanding shares then held of record by the shareholders of the Corporation entitled to vote at a special meeting of the shareholders called for that purpose. Any vacancy in the Board of Directors caused by any removal may be filled by the shareholders at the same meeting.

**ARTICLE III**

**Executive and Other Committees**

**Section 3.01. Creation.**

- (a) The Board of Directors may create an Executive Committee or any other committee of Directors consisting of not less than three Directors, and may delegate to each such committee any of the authority of Directors other than the filling of vacancies on the Board of Directors or in any committee of Directors.
- (b) Each such committee shall serve at the pleasure of the Directors, shall act only in the intervals between meetings of the Directors, and shall be subject to the control and direction of the Directors.

**Section 3.02. Alternate and Ex Officio Members.**

- (a) The Directors may appoint one or more Directors as alternate members of any committee, which alternate member or members may take the place of any absent member or members at any meeting of such committee.
- (b) Also, the Directors may appoint any one or more persons (including persons who are not Directors) as ex officio members of any committee, which ex officio member or members shall be entitled to be present in person, to present matters for consideration and to take part in consideration of any business by the committee at any meeting of the committee, but which ex officio member or members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or other transaction of business by such committee.

**Section 3.03. Authority and Manner of Acting.**

- (a) Unless otherwise provided in this Code of Regulations or in any bylaws adopted by the Directors, or unless otherwise ordered by the Directors,

any such committee may act by majority of its members (excluding ex officio members) at a meeting or by a writing or writings signed by all of its members (excluding ex officio members).

- (b) Any act of authorization of an act or transaction of business by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Directors.

## **ARTICLE IV**

### **Officers**

#### **Section 4.01. Officers.**

- (a) The officers of this Corporation shall be a President, a Treasurer and a Secretary and such Vice Presidents and other officers or assistant officers as the Board of Directors may from time to time deem necessary and appoint. In addition, the Board of Directors may elect a Chairman from among themselves. More than one office may be held by the same person, but only a director may serve as Chairman.

#### **Section 4.02. Appointment and Term of Office.**

- (a) The officers of the corporation shall be appointed from time to time by the Board of Directors as they shall determine, and new offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been appointed.

#### **Section 4.03. Removal and Resignation.**

- (a) Any officer or assistant officer may be removed by the Board of Directors with or without cause whenever in its judgment the best interests of the corporation would be served thereby.
- (b) Any officer or assistant officer may resign at any time by giving written notice to the Board of Directors or the Chairman, if any, or to the President or Secretary of the corporation, and any such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make the resignation effective.

#### **Section 4.04. Duties of Officers.**

- (a) The Chairman, if any, shall preside at all meetings of the shareholders and all meetings of the Board of Directors.

- (b) The President shall be the chief executive officer of the corporation, and shall, in the absence of a Chairman, preside at all meetings of the shareholders and, unless another person is designated by the Board of Directors, all meetings of the Board of Directors.
- (c) Each of the following officers — the Chairman, if any, the President, any Vice President, the Secretary, and the Treasurer, — jointly or any one of them individually, shall have the authority to sign, execute and deliver in the name of the corporation any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction authorized by the Board of Directors, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the corporation's behalf.
- (d) In the absence of any officer or assistant officer or for any other reason which the Board of Directors may deem sufficient, the Board of Directors may delegate the authorities and duties of any officer, or any assistant officer to any other officer, assistant officer or to any Director.
- (e) In addition to the foregoing, each officer or assistant officer shall perform all duties as may from time to time be delegated to each of them by this Code of Regulations or by the Board of Directors or any committee of Directors as provided herein.

## **ARTICLE V**

### **Transfer of Shares**

#### **Section 5.01. Certificate for Shares.**

- (a) Every owner of any share of any class of the Corporation shall be entitled to a certificate which shall be in such form as the Board of Directors shall prescribe, certifying the number of shares in the Corporation owned by him.
- (b) The certificates for the respective classes of shares shall be numbered in the order in which they shall be issued and shall be signed in the name of the Corporation by the President, or by the Secretary or by the Treasurer.
- (c) A record shall be kept by the Secretary of the name of each person owning the shares represented by each certificate, the number of

shares represented thereby, the date thereof and, in case of cancellation, the date of cancellation.

- (d) Every certificate surrendered to the Corporation for exchange or transfer shall be cancelled and no new certificate or certificates shall be issued in exchange for any existing certificate until the existing certificate shall have been so cancelled, except in the cases provided for in Section 5.03 of this Article V.

**Section 5.02. Transfers.**

- (a) Transfer of shares in the Corporation shall be made only on the books of the Corporation by the registered holder, an executor or administrator or other legal representative of the registered holder, or by an attorney authorized by a power of attorney duly executed and filed with the Secretary of the Corporation or with a transfer agent appointed by the Board of Directors.
- (b) The person in whose name shares stand on the books of the Corporation shall, to the full extent permitted by Ohio law, be deemed the owner thereof for all purposes.

**Section 5.03. Lost, Stolen or Destroyed Certificates.**

- (a) The holder of the shares in the Corporation shall immediately notify the Secretary of any lost, stolen or destroyed certificate, and the Corporation may issue a new certificate in the place of any certificate alleged to have been lost, stolen or destroyed.
- (b) The Board of Directors may, at its discretion, require the owner of a lost, stolen or destroyed certificate or his legal representative to give the Corporation a bond on such terms and with such sureties as it may direct, to indemnify the Corporation against any claim that may be made against it on account of the alleged lost, stolen or destroyed certificate.
- (c) The Board of Directors may, however, at its discretion, refuse to issue any such new certificate except pursuant to legal proceedings in accordance with Section 1701.24 or other applicable sections of the Ohio Revised Code.

**Section 5.04. Record Date.**

- (a) The Board of Directors may, by resolution, fix in advance a date, not exceeding 60 days preceding the date of any meeting of shareholders or the date for the payment of any dividend, or the date for the



allotment of rights, or the date when any change or conversion or exchange of shares shall go into effect, as a record date for the determination of the shareholders entitled to notice of, and to vote at, any such meeting, or entitled to receive payment of any such dividend or to any such allotment or rights, or to exercise the rights in respect to any such change, conversion or exchange.

- (b) Only such shareholders of record on the date so fixed shall be entitled to receive notice of, and to vote at such meeting, or to receive payment of such dividend or to receive such allotment or rights or to exercise such rights, as the case may be, notwithstanding any transfer of any share on the books of the Corporation after such record date.

## **ARTICLE VI**

### **Indemnification and Insurance**

#### **Section 6.01. Indemnification.**

- (a) Directors and Officers. To the fullest extent not prohibited by applicable law, the Corporation shall indemnify each person against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a Director or officer of the Corporation, or by reason of being or at any time having been, while such a Director or officer, an employee or other agent of the Corporation or, at the direction or request of the Corporation, a director, trustee, officer, administrator, manager, employee, adviser or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.
- (b) Employees and agents. The Corporation shall indemnify any other person to the extent such person shall be entitled to indemnification

under Ohio law by reason of being successful on the merits or otherwise in defense of an action to which such person is named a party by reason of being an employee or other agent of the Corporation, and the Corporation may further indemnify any such person if it is determined on a case by case basis by the Board of Directors that indemnification is proper in the specific case.

- (c) General. Notwithstanding anything to the contrary in this Code of Regulations, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors or by written opinion of legal counsel designated by the Board of Directors for such purpose that indemnification is contrary to applicable law.

#### Section 6.02. Insurance.

- (a) The Corporation may, as the Board of Directors may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, officer, employee or other agent of or in a similar capacity with the Corporation, or who is or at any time has been, at the direction or request of the Corporation, a director, trustee, officer, president, manager, employee, adviser or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

### ARTICLE VII

#### Seal

#### Section 7.01. Seal.

The Board of Directors may provide for a corporate seal which shall be circular in form and contain such legend as the Board of Directors shall determine, consistent with the Laws of Ohio. In the absence of such provision by the Board of Directors, the Corporation shall not have a seal.

**ARTICLE VIII**  
**Amendment of Regulations**

**Section 8.01. Annual or Special Meeting of Shareholders.**

- (a) This Code of Regulations may be changed, added to or repealed at any annual meeting of the shareholders or at any special meeting of the shareholders called for that purpose, provided that at any special meeting the intention to consider such amendments must be stated in the notices or waivers of notice for such special meeting.
- (b) An affirmative vote of the holders of record of shares entitling them to exercise a majority of the voting power of the Corporation shall be required to amend this Code of Regulations at any annual meeting of shareholders or at a special meeting called for that purpose.

**Section 8.02. Amendment Without Meeting.**

This Code of Regulations may be amended without a meeting of shareholders by the written consent of the holders of record of shares entitling them to exercise a majority of the voting power of the Corporation.

**FIRST MEETING OF DIRECTORS  
BY UNANIMOUS WRITTEN CONSENT OF  
CLARK PROCESSING, INC.**

Pursuant to Section 1701.54, Ohio Revised Code, and in lieu of a meeting of the Board of Directors for such purposes, the undersigned, being all of the Directors of the Corporation do hereby waive all requirements as to notice of such meeting and hereby take and authorize by unanimous written consent each and all of the following actions for appointment of officers and transaction of all such other business as hereinafter set forth:

1. Nominate and Appoint Officers:

RESOLVED, that the officers of this Corporation shall be, pursuant to the Code of Regulations governed, and  
RESOLVED FURTHER, that each of the following named persons is hereby elected to the respective office indicated opposite each such person's name:

President/Treasurer JAMES W. BAKER

Vice President

of Operations ROGER RANDALL

Secretary JOHN MERRILL

2. Call for Payment of All Consideration for Shares:

RESOLVED, that the Corporation hereby calls for payment to be made by each subscriber of the consideration agreed to be paid for shares subscribed pursuant to each SUBSCRIPTION FOR SHARES of that subscriber.

RESOLVED FURTHER, that the appropriate officers of this Corporation are hereby authorized and directed to receive on behalf of the Corporation all money and other property to be transferred and delivered or otherwise contributed to the Corporation in consideration of the subscribed shares, and to assume on behalf and in the name of the Corporation all obligations, if any, pertaining thereto to be assumed by the Corporation pursuant to each SUBSCRIPTION FOR SHARES, and to take all other actions deemed necessary by them to effect such transfer of property and such assumption of obligations on behalf of the Corporation.

3. Determine Fair Value to the Corporation of Property to be Received:  
RESOLVED, that it is hereby determined that the aggregate fair value to the Corporation of all money and other property received or to be received pursuant to each SUBSCRIPTION FOR SHARES is not less than \$500, and that \$500 of such value received shall be stated as stated capital and the portion of such value received in excess of \$500 shall be stated as capital surplus.
4. Authorize Form of Certificate of Shares of the Corporation:  
RESOLVED, that the form of certificate or a reasonable facsimile thereof which is attached to this Action By Unanimous Written Consent as Exhibit A is hereby approved as the certificate representing the shares of capital stock of this Corporation.
5. Authorize Issuance of Certificates of Shares:  
RESOLVED, that the appropriate officers of this Corporation are authorized and directed to execute, issue and deliver on behalf of the Corporation appropriate certificates of shares upon receipt of payment in full of the consideration for such shares.
6. Authorize Filing of Appropriate Registration or Exemption Notice with the Division of Securities:  
RESOLVED, that the officers of this Corporation are directed to prepare, execute and file all necessary forms and otherwise comply on behalf of this Corporation with all the laws of the State of Ohio, and the requirements of the Division of Securities of the Department of Commerce of the State of Ohio, for registration of, or for notification of exemption from registration, of the shares of this Corporation.  
  
RESOLVED that the President of this Corporation be and he hereby is, authorized and directed to file with the Ohio Division of Securities on its Form 3-O a notification of the sale of shares of the common stock of this Corporation.
7. Authorize Officers To Open Bank Accounts:  
RESOLVED, that the officers of this Corporation are hereby authorized and empowered to open and maintain in the name of the Corporation such bank accounts with such banks as they deem appropriate; and that JAMES W. BAKER, Treasurer, is hereby authorized on behalf and in the name of this Corporation: to sign checks, drafts, notes, bills

of exchange, acceptances, or other orders for payment of funds from any accounts maintained by this Corporation; to endorse checks, notes, bills, certificates of deposit, or other instruments, owned, or held by this Corporation, for deposit in any such accounts, or for collection or discount by any such bank and such endorsement may be written or stamped in the name of this Corporation without designation of the person making such endorsement; to identify, approve and guarantee the endorsements of any and all checks and drafts drawn by this Corporation; and to act for this Corporation in the transaction of all other business (whether or not it is the kind, nature or character specified in these resolutions) for its accounts with any such bank, it being understood that overdrafts, if any, shall not be considered to be loans; and

FURTHER RESOLVED, that the Secretary shall certify to any such bank the names of the authorized officer of this Corporation and shall from time to time certify any changes in such officer to any such bank, and any such bank shall be fully protected in relying on such certifications of the Secretary and shall be indemnified and saved harmless from any claims, demands, expenses, loss, or damage resulting from, honoring the signature so certified; and

FURTHER RESOLVED, that the foregoing resolutions shall remain in full force and effect until written notice of the amendment or rescission shall have been received by any such banks, and that receipt of such notice shall not affect any action taken by any such banks prior thereto; and

FURTHER RESOLVED, that the Secretary is hereby authorized and directed to certify to any such banks the foregoing resolutions and the authority delegated thereby in such form or forms as may be acceptable to such banks.

8. Establish Fiscal Year for the Corporation:

RESOLVED, that the first fiscal year, or fraction thereof, of the Corporation shall be the period commencing with the date of incorporation and ending on the 31st day of May, 1987, and each fiscal year thereafter shall be each succeeding 12-month period ending on the last day of each May thereafter.

9. Payment of Incorporation Expenses:

The Directors do hereby authorize the Treasurer of the Corporation to pay or reimburse any persons who have paid, all expenses in connection with this Corporation and its organization and for such purposes to adopt the following Resolution.

"RESOLVED, that the Treasurer of this Corporation should be, and is authorized to pay and/or reimburse to any person who has paid, all costs, expenses and charges incident to or arising out of the incorporation and its authorization to do business."

**PLAN OF STOCK OFFER**

- A. An aggregate of 100 of the Corporation's authorized and unissued Common Shares shall be offered effective upon the date of the adoption of this Plan to the following named Corporation in consideration of the following:

Assets to be Received

Cash for operating needs	\$ 52,000.00
Fixed assets shown on Exhibit A	524,000.00
Vehicles shown on Exhibit B	71,365.00
Vehicles shown on Exhibit C	79,000.00
West end real estate	289,000.00
Miscellaneous assets shown on Exhibit D	<u>45,000.00</u>
Total Assets	\$1,060,365.00

Liabilities to be Assumed

Promissory Note, secured by mortgage in favor of Ray and Pauline Hensley, agents	\$ 710,365.00
Promissory Note in favor of Environmental Processing Services, Inc., as shown on Exhibit E	<u>300,000.00</u>
Total Liabilities	\$1,010,365.00

Capital Stock to be Issued

100 shares, no par common, at \$500.00 per share, to be issued to Environmental Processing Services, Inc., sole shareholder	\$ 50,000.00
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- B. Upon payment of the cash and the transfer of the property described above to the Corporation by the offerees, the proper officers of this

Corporation shall forthwith execute and deliver to such offerees a certificate or certificates representing the shares offered to such offerees, which shares, upon issuance in accordance with the plan, shall be deemed fully paid and nonassessable.

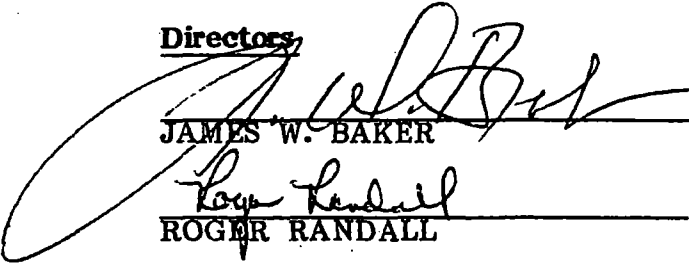
- C. The proper officers of the Corporation are authorized and directed, for and on behalf of this Corporation, to execute and deliver all documents, certificates and other instruments, and to do and perform all such other acts and things, as may be necessary or appropriate in connection with, or in order to effectuate the purposes of this Plan of Stock Offer.

RESOLVED, that the officers of this Corporation be and they hereby are authorized to do any and all things necessary and incidental to the general management, control and operation of this Corporation for the general purposes for which the Corporation was formed under the laws of the State of Ohio.

IN WITNESS WHEREOF, this Action by Unanimous Written Consent has been executed by each Director of the Corporation on the date written below.

Directors

Date

  
JAMES W. BAKER

Dayton, Ohio

  
ROGER RANDALL

Dayton, Ohio